

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: Case No. 01-1139 (JKF)
W.R. Grace & Co., et al., : Jointly Administered
Debtors. : Related Docket Nos. 20872, 22438, 23644,
: 23651

**JOINDER OF AXA BELGIUM IN CERTAIN INSURERS' PHASE II POST-TRIAL
BRIEFS AND IN SUPPORT OF THEIR PHASE II OBJECTION TO CONFIRMATION
OF THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

Pursuant to the Court's Order Establishing the Schedule of Post-Trial Briefing and Related Matters (Docket No. 23567), AXA Belgium as successor to Royale Belge ("AXA Belgium") submits this Joinder to the Phase II Post-Trial Brief for the CNA Companies (Docket No. 23644) ("CNA Brief", the Phase II Post-Trial Brief of Government Employees Insurance Company and Republic Insurance Company n/k/a Starr Indemnity & Liability Company in Opposition to Confirmation of Amended Joint Plan of Reorganization (Docket No. 23651) ("GEICO/Republic Brief"), and the submissions of any other parties-in-interest, to the extent that these submissions are not inconsistent with AXA Belgium's interests and the positions set forth in AXA Belgium's objections to the Plan.

AXA Belgium makes this submission in further support of AXA Belgium's Objections to the *First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W.R. Grace & Col, et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders* dated as of February 27, 2009 (the "Plan") (Docket No. 20666) and its joinders in any other objections made to the Plan.

STATEMENT OF FACTS

As further described in previous submissions, the Schedule to the Asbestos Insurance Transfer Agreement alleges that “Royale Belge S.A.” issued three policies: AVB102 (77-78), AVC124 (78-79) and 1251427 (84-85). AXA Belgium previously raised issued as to the alleged issuance of these policies, including the fact that AXA Belgium is unaware of a policy numbered “1251427” and notes that coverage details remain unconfirmed for this alleged policy and the others above. AXA Belgium previously raised a number of objections to the Plan on behalf of these policies.

ARGUMENT

AXA Belgium incorporates, as if fully stated herein, the arguments asserted in the CNA and GEICO/Republic briefs to the extent such arguments are not inconsistent with AXA Belgium’s interests, and the positions set forth in AXA Belgium’s Objections. AXA Belgium also joins in the briefs filed by any other party-in-interest to the extent those briefs are not inconsistent with AXA Belgium’s interests and the positions set forth in AXA Belgium’s Objections.

Dated: November 2, 2009

Respectfully submitted,

/s/ Eileen T. McCabe
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